

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

SPACE COAST CREDIT UNION, as successor in
interest to EASTERN FINANCIAL FLORIDA
CREDIT UNION,

Plaintiff,

v.

BARCLAYS CAPITAL INC., BARCLAYS
BANK PLC; STATE STREET GLOBAL
ADVISORS; STATE STREET BANK AND
TRUST COMPANY, and STATE STREET
CORPORATION,

Defendants.

11 Civ. 2802(LLS)

ANSWER AND AFFIRMATIVE
DEFENSES OF DEFENDANTS
STATE STREET GLOBAL
ADVISORS AND STATE STREET
BANK AND TRUST COMPANY

Defendants State Street Global Advisors (“SSgA”) and State Street Bank and Trust Company (collectively, “Defendants”) answer Plaintiff SPACE COAST CREDIT UNION’S (“Plaintiff”) Complaint, which was filed on April 26, 2011, as follows. Except as otherwise expressly admitted, Defendants deny each and every allegation in paragraphs 1 through 466 of the Complaint, including, without limitation, the headings, subheadings, graphic illustrations and footnotes contained in the Complaint. To the extent that any response is required to headings or other unnumbered paragraphs in the Complaint, Defendants deny all allegations contained therein. Defendants expressly reserve the right to amend and/or supplement their Answer.

1. Defendants deny the allegations in paragraph 1.
2. Defendants deny the allegations in paragraph 2.
3. Defendants deny the allegations in paragraph 3.

4. Defendants have no response to the first sentence of paragraph 4. Defendants deny the allegations in the second sentence to the extent they are directed at Defendants.

5. Defendants have no response to the first sentence of paragraph 5. Defendants deny the allegations in the second, third and fourth sentences of paragraph 5.

6. Defendants deny the allegations in paragraph 6.

7. Defendants deny the allegations in paragraph 7.

8. Defendants deny the allegations in paragraph 8.

9. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 9.

10. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 10.

11. Defendants deny the allegations in paragraph 11.

12. Defendants deny the allegations in paragraph 12.

13. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 13, except deny such allegations to the extent that they are directed at Defendants.

14. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 14, except deny such allegations to the extent that they are directed at Defendants.

15. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 15, except deny such allegations to the extent that they are directed at Defendants.

16. Defendants deny the allegations in paragraph 16.

17. Defendants deny the allegations in paragraph 17.

18. Defendants deny the allegations in paragraph 18.

19. Defendants deny the allegations in paragraph 19.
20. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 20, except deny such allegations to the extent that they are directed at Defendants.
21. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 21, except deny such allegations to the extent that they are directed at Defendants.
22. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 22.
23. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 23.
24. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 24.
25. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 25.
26. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 26.
27. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 27, except deny such allegations to the extent that they are directed at Defendants.
28. Defendants deny the allegations in paragraph 28.
29. Defendants deny the allegations in paragraph 29. SSgA, Inc. is a Delaware-based holding company, not an asset manager, and was not involved in any of the alleged conduct. SSgA, Inc. is different than Defendant “SSgA,” which has no separate legal existence except as a separate division of State Street Bank & Trust Co.

30. Defendants deny the allegations in paragraph 30.
31. Defendants deny the allegations in paragraph 31.
32. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 32.
33. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 33.
34. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 34.
35. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 35.
36. Defendants deny the allegations in paragraph 36. State Street Bank & Trust Company is organized as a business trust.
37. Defendants admit the allegations in paragraph 37, but note that State Street Corporation has been dismissed as a defendant from this action.
38. Defendants deny the allegations in paragraph 38.
39. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 39.
40. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 40, but to the extent a further response is required, Defendants deny the allegations in paragraph 40 to the extent that they are directed at Defendants.
41. Defendants deny the allegations in paragraph 41.
42. Paragraph 42 contains legal conclusions to which no response is required.
43. Paragraph 43 contains legal conclusions to which no response is required.
44. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 44.

45. Paragraph 45 contains a legal conclusion to which no response is required. To the extent a response is required, Defendants deny the allegations in paragraph 45.

46. Paragraph 46 contains a legal conclusion to which no response is required. To the extent a response is required, Defendants deny the allegations in paragraph 46.

47. Defendants deny the allegations in paragraph 47.

48. Defendants deny the allegations in paragraph 48.

49. Defendants deny the allegations in paragraph 49.

50. Paragraph 50 is Plaintiff's characterization of its Complaint, to which no response is required. To the extent a response is required, Defendants deny the allegations in paragraph 50.

51. Paragraph 51 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

52. Paragraph 52 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

53. Paragraph 53 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

54. Paragraph 54 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

55. Paragraph 55 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

56. The first sentence of paragraph 56 purports to be an explanation of CDOs, and does not require a response. Defendants deny the second sentence of paragraph 56 as incomplete and misleading.

57. Paragraph 57 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

58. Paragraph 58 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

59. Paragraph 59 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

60. Paragraph 60 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant. To the extent a response is required, Defendants deny the allegations in paragraph 60.

61. Paragraph 61 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

62. Paragraph 62 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

63. Paragraph 63 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

64. Paragraph 64 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or

relevant, and deny knowledge sufficient to form a belief as to the truth of the allegations in the second sentence of Paragraph 64.

65. Defendants deny the allegations in paragraph 65.

66. Defendants deny the allegations in paragraph 66.

67. Paragraph 67 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

68. Paragraph 68 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

69. Paragraph 69 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

70. Paragraph 70 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

71. The first sentence of paragraph 71 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the rest of paragraph 71.

72. Paragraph 72 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

73. Paragraph 73 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

74. Paragraph 74 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

75. Paragraph 75 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

76. Paragraph 76 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

77. Paragraph 77 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

78. Paragraph 78 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

79. Paragraph 79 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

80. Paragraph 80 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

81. Paragraph 81 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

82. Paragraph 82 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

83. Paragraph 83 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

84. Paragraph 84 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

85. Paragraph 85 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

86. Defendants deny the allegations in paragraph 86.

87. Defendants deny the allegations in paragraph 87.

88. Defendants deny the allegations in paragraph 88.

89. Defendants deny the allegations in paragraph 89.

90. Defendants deny the allegations in paragraph 90.

91. Defendants deny the allegations in paragraph 91.

92. Paragraph 92 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

93. Paragraph 93 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

94. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 94.

95. Paragraph 95 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

96. Paragraph 96 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

97. Paragraph 97 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant, and deny information sufficient to form a belief as to the truth of the allegations in the second sentence of paragraph 97.

98. Paragraph 98 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant, and deny information sufficient to form a belief as to the truth of the allegations in paragraph 97.

99. Paragraph 99 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant, and deny information sufficient to form a belief as to the truth of the allegations in paragraph 99.

100. Paragraph 100 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

101. Paragraph 101 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

102. Paragraph 102 purports to be an explanation of securitization, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

103. Paragraph 103 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

104. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 104.

105. Paragraph 105 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

106. Paragraph 106 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

107. Paragraph 107 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

108. Paragraph 108 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

109. Paragraph 109 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

110. Paragraph 110 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

111. Paragraph 111 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

112. Paragraph 112 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

113. Paragraph 113 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

114. Paragraph 114 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

115. Paragraph 115 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

116. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 116.

117. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 117.

118. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 118.

119. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 119.

120. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 120.

121. Defendants deny the allegations in paragraph 121.

122. Defendants deny the allegations in paragraph 122.

123. Defendants deny the allegations in paragraph 123.

124. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 124.

125. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 125.

126. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 126.

127. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 127.

128. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 128.

129. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 129, but to the extent a further response is required, Defendants deny the allegations in paragraph 129 to the extent that they are directed at Defendants.

130. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 130, but to the extent a further response is required, Defendants deny the allegations in paragraph 130 to the extent that they are directed at Defendants.

131. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 131.

132. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 132.

133. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 133.

134. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 134.

135. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 135.

136. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 136.

137. Defendants deny the allegations in paragraph 137.

138. Defendants deny the allegations in paragraph 138.

139. Defendants deny the allegations in paragraph 139.

140. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 140, but to the extent a further response is required, Defendants deny the allegations in paragraph 140 to the extent that they are directed at Defendants.

141. Defendants deny the allegations in paragraph 141.

142. Defendants deny the allegations in paragraph 142.

143. Defendants deny the allegations in paragraph 143.

144. Defendants deny the allegations in paragraph 144.

145. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 145.

146. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 146, except deny such allegations to the extent that they are directed at Defendants.

147. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 147 of the Complaint, except deny such allegations to the extent that they are directed at Defendants.

148. Defendants deny the allegations in paragraph 148.

149. Defendants deny the allegations in paragraph 149.

150. Defendants deny the allegations in paragraph 150.

151. Defendants deny the allegations in paragraph 151.

152. Defendants deny the allegations in paragraph 152.

153. Defendants deny the allegations in paragraph 153.

154. Defendants deny the allegations in paragraph 154.

155. Defendants deny the allegations in paragraph 155.

156. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 156, except deny such allegations to the extent that they are directed at Defendants.

157. Defendants deny the allegations in paragraph 157.

158. Defendants deny the allegations in paragraph 158.

159. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 159, except deny such allegations to the extent that they are directed at Defendants.

160. Defendants deny the allegations in paragraph 160.

161. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 161, except deny such allegations to the extent that they are directed at Defendants.

162. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 162, except deny such allegations to the extent that they are directed at Defendants.

163. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 163, except deny such allegations to the extent that they are directed at Defendants.

164. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 164.

165. Defendants deny the allegations in paragraph 165.

166. Defendants deny the allegations in paragraph 166.

167. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 167, except deny such allegations to the extent that they are directed at Defendants.

168. Defendants deny the allegations in paragraph 168.

169. Defendants deny the allegations in paragraph 169.

170. Defendants deny the allegations in paragraph 170.

171. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 171.

172. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 172.

173. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 173.

174. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 174.

175. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 175.

176. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 176.

177. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 177, except deny such allegations to the extent that they are directed at Defendants.

178. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 178, except deny such allegations to the extent that they are directed at Defendants.

179. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 179, except deny such allegations to the extent that they are directed at Defendants.

180. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 180, except deny such allegations to the extent that they are directed at Defendants.

181. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 181, except deny such allegations to the extent that they are directed at Defendants.

182. Defendants deny the allegations in paragraph 182.

183. Defendants deny the allegations in paragraph 183.

184. Defendants deny the allegations in paragraph 184.

185. Defendants deny the allegations in paragraph 185.

186. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations regarding the nature of Barclays' position. Defendants admit the allegations concerning SSgA in the first sentence of paragraph 186. Defendants deny the allegations in the second sentence of paragraph 186.

187. Defendants deny the allegations in paragraph 187.

188. Defendants deny the allegations in paragraph 188.

189. Defendants deny the allegations in paragraph 189.

190. Defendants deny the allegations in paragraph 190.

191. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 191, except deny such allegations to the extent that they are directed at Defendants.

192. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 192, except deny such allegations to the extent that they are directed at Defendants.

193. Defendants deny the allegations in paragraph 193.

194. Defendants deny the allegations in paragraph 194.

195. Defendants deny the allegations in paragraph 195.

196. Defendants deny the allegations in paragraph 196.

197. Defendants deny the allegations in paragraph 197.

198. Defendants deny the allegations in paragraph 198.

199. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 199, except deny such allegations to the extent that they are directed at Defendants.

200. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 200, except deny such allegations to the extent that they are directed at Defendants.

201. Defendants deny the allegations in paragraph 201.

202. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 202, except deny such allegations to the extent that they are directed at Defendants.

203. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 203, except deny such allegations to the extent that they are directed at Defendants.

204. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 204.

205. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 205, except deny such allegations to the extent that they are directed at Defendants.

206. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 206, except deny such allegations to the extent that they are directed at Defendants.

207. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 207, except deny such allegations to the extent that they are directed at Defendants.

208. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 208, except deny such allegations to the extent that they are directed at Defendants.

209. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 209, except deny such allegations to the extent that they are directed at Defendants.

210. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 210, except deny such allegations to the extent that they are directed at Defendants.

211. Defendants deny the allegations in paragraph 211.

212. Defendants deny the allegations in paragraph 212.

213. Defendants deny the allegations in paragraph 213, except admit that Markov's collateral portfolio included certain Markov Chain securities in the notional amount of \$300 million.

214. Defendants deny the allegations in paragraph 214.

215. Defendants deny the allegations in paragraph 215.

216. Defendants deny the allegations in paragraph 216.

217. Defendants deny the allegations in paragraph 217.

218. Defendants deny the allegations in paragraph 218.

219. Defendants deny the allegations in paragraph 219.

220. Defendants deny the allegations in paragraph 220.

221. Defendants deny the allegations in paragraph 221.

222. Defendants deny the allegations in paragraph 222.

223. Defendants deny the allegations in paragraph 223.

224. Defendants deny the allegations in paragraph 224.

225. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 225.

226. Defendants deny the allegations in paragraph 226.

227. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 227, except deny such allegations to the extent that they are directed at Defendants.

228. Defendants deny the allegations in paragraph 228.

229. Defendants deny the allegations in paragraph 229.

230. Defendants deny the allegations in paragraph 230.

231. Defendants deny the allegations in paragraph 231.

232. Defendants deny the allegations in paragraph 232.

233. Defendants deny the allegations in paragraph 233.

234. Defendants deny the allegations in paragraph 234.

235. Defendants deny the allegations in paragraph 235.

236. Defendants deny the allegations in paragraph 236.

237. Defendants deny the allegations in paragraph 237.

238. Defendants deny the allegations in paragraph 238.

239. Defendants deny the allegations in paragraph 239.

240. Defendants deny the allegations in paragraph 240.

241. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 241, except deny such allegations to the extent that they are directed at Defendants.

242. Defendants deny the allegations in paragraph 242.

243. Defendants deny the allegations in paragraph 243.

244. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 244.

245. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 245.

246. Defendants deny the allegations in paragraph 246.

247. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 247.

248. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 248.

249. Defendants deny the allegations in paragraph 249.

250. Defendants deny the allegations in paragraph 250.

251. Defendants deny the allegations in paragraph 251.

252. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 252, except deny such allegations to the extent that they are directed at Defendants.

253. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 253.

254. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 254.

255. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 255.

256. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 256.

257. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 257.

258. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 258.

259. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 259.

260. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 260.

261. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 261.

262. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 262.

263. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 263.

264. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 264.

265. Defendants deny the allegations in paragraph 265.

266. Defendants deny the allegations in paragraph 266.

267. Defendants deny the allegations in paragraph 267.

268. Defendants deny the allegations in paragraph 268.

269. Defendants deny the allegations in paragraph 269.

270. Defendants deny the allegations in paragraph 270.

271. Defendants deny the allegations in paragraph 271.

272. Defendants deny the allegations in paragraph 272.

273. Defendants deny the allegations in paragraph 273.

274. Defendants deny the allegations in paragraph 274.

275. Defendants deny the allegations in paragraph 275.

276. Defendants deny the allegations in paragraph 276.

277. Defendants deny the allegations in paragraph 277.

278. Defendants deny the allegations in paragraph 278.

279. Defendants deny the allegations in paragraph 279.

280. Defendants deny the allegations in paragraph 280.
281. Defendants deny the allegations in paragraph 281.
282. Defendants deny the allegations in paragraph 282.
283. Defendants deny the allegations in paragraph 283.
284. Defendants deny the allegations in paragraph 284.
285. Defendants deny the allegations in paragraph 285.
286. Defendants deny the allegations in paragraph 286.
287. Paragraph 287 contains legal conclusions to which no response is required. To the extent a response is required, Defendants deny the allegations in paragraph 287.
288. The first sentence of paragraph 288 contains a legal conclusion to which no response is required. To the extent a response is required, Defendants deny the allegations in the first sentence of paragraph 288. Defendants deny the allegations in the second through fifth sentences of paragraph 288.
289. Defendants deny the allegations in paragraph 289.
290. Defendants deny the allegations in paragraph 290.
291. Defendants deny the allegations in paragraph 291.
292. Defendants deny the allegations in paragraph 292.
293. Defendants deny the allegations in paragraph 293.
294. Defendants deny the allegations in paragraph 294.
295. Defendants deny the allegations in paragraph 295.
296. Defendants deny the allegations in paragraph 296.
297. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 297, except deny such allegations to the extent that they are directed at Defendants.

298. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 298, except deny such allegations to the extent that they are directed at Defendants.

299. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 299, except deny such allegations to the extent that they are directed at Defendants.

300. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 300, except deny such allegations to the extent that they are directed at Defendants.

301. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 301, except deny such allegations to the extent that they are directed at Defendants.

302. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 302, except deny such allegations to the extent that they are directed at Defendants.

303. Defendants deny the allegations in paragraph 303.

304. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 304.

305. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 305.

306. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 306.

307. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 307.

308. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 308.

309. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 309.

310. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 310.

311. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 311.

312. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 312.

313. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 313.

314. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 314.

315. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 315.

316. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 316, except deny such allegations to the extent that they are directed at Defendants.

317. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 317, except deny such allegations to the extent that they are directed at Defendants.

318. The first sentence of paragraph 318 contains a legal conclusion to which no response is required. Defendants deny knowledge or information sufficient to form a belief as to the truth of the rest of the allegations in paragraph 318.

319. Paragraph 319 is a legal conclusion to which no response is required.

320. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 320.

321. Paragraph 321 purports to be an explanation of credit ratings, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

322. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 322.

323. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 323.

324. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 324.

325. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 325.

326. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 326.

327. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 327, except deny such allegations to the extent that they are directed at Defendants.

328. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 328, except deny such allegations to the extent that they are directed at Defendants.

329. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 329.

330. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 330, except deny such allegations to the extent they are directed at Defendants.

331. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 331.

332. Paragraph 332 purports to be an explanation of credit ratings, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

333. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 333.

334. Defendants deny the allegations in paragraph 334.

335. Defendants deny the allegations in paragraph 335.

336. Defendants deny the allegations in paragraph 336.

337. Defendants deny the allegations in paragraph 337.

338. Defendants deny the allegations in paragraph 338.

339. Defendants deny the allegations in the first sentence of paragraph 339. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the second sentence of paragraph 339.

340. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 340.

341. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 341, except deny such allegations to the extent that they are directed at Defendants.

342. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 342, except deny such allegations to the extent that they are directed at Defendants.

343. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 343.

344. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 344.

345. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 345.

346. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 346.

347. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 347.

348. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 348, except deny such allegations to the extent that they are directed at Defendants.

349. Defendants deny the allegations in paragraph 349.

350. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 350, except deny such allegations to the extent that they are directed at Defendants.

351. Defendants deny the allegations in paragraph 351.

352. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 352.

353. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 353, except deny such allegations to the extent that they are directed at Defendants.

354. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 354, except deny such allegations to the extent that they are directed at Defendants.

355. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 355.

356. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 356.

357. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 357.

358. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 358.

359. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 359.

360. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 360.

361. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 361.

362. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 362.

363. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 363.

364. Paragraph 364 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

365. The first sentence of paragraph 364 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the remaining sentences of paragraph 365.

366. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 366.

367. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 367.

368. Paragraph 368 purports to be an explanation of CDOs, and does not require a response. To the extent a response is required, Defendants deny that Plaintiff's explanation is complete, accurate and/or relevant.

369. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 369.

370. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 370.

371. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 371.

372. Paragraph 372 contains a legal conclusion to which no response is required. To the extent a response is required, Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 372.

373. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 373.

374. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 374.

375. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 375.

376. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 376, except deny that they made any “misrepresentations and misleading statements.”

377. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in the first sentence of paragraph 377, except deny that they made any “misrepresentations and misleading statements.” The second sentence of paragraph 377 is a legal conclusion to which no response is required.

378. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 378, except deny that they made any “misrepresentations and misleading statements.”

379. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 379.

380. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 380.

381. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 381.

382. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 382, except deny that they made any “misrepresentations” and “materially misleading” statements.

383. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 383.

384. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 384.

385. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 385.

386. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 386.

387. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 387.

388. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 388.

389. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 389.

390. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 390, except deny such allegations to the extent that they are directed at Defendants.

391. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 391.

392. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 392, except deny such allegations to the extent that they are directed at Defendants.

393. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 393.

394. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 394, except deny that they made any “misleading” statements.

395. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 395.

396. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 396.

397. Defendants deny the allegations in paragraph 397.

398. Defendants deny the allegations in paragraph 398.

399. Paragraph 399 contains a legal conclusion to which no response is required. To extent a response is required, Defendants deny the allegations in paragraph 399.

400. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 400, except deny such allegations to the extent that they are directed at Defendants.

CAUSES OF ACTION

COUNT I

Violation of Section 10(b) of The Securities Exchange Act of 1934 and Rule 10b-5

Promulgated Thereunder (Against BarCap and SSgA)

401. Defendants repeat and incorporate responses to the paragraphs referred to in paragraph 401 as if those responses were fully set forth herein.

402. Defendants deny the allegations in paragraph 402.

403. Defendants deny the allegations in paragraph 403.

404. Defendants deny the allegations in paragraph 404.

405. Defendants deny the allegations in paragraph 405.

406. Defendants deny the allegations in paragraph 406.

407. Defendants deny the allegations in paragraph 407.

408. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 408, except deny such allegations to the extent that they are directed at Defendants.

409. Defendants deny the allegations in paragraph 409.

410. Defendants deny the allegations in paragraph 410.

COUNT II

Violation of Section 20(a) of The Exchange Act (Against Barclays Bank PLC; State Street Bank & Trust Company; and State Street Corporation)

411. The allegations in paragraph 411 against State Street Corporation relate to claims that were dismissed by the Court, and therefore no response is required. Defendant State Street Bank & Trust Co. repeats and incorporates responses to the paragraphs referred to in paragraph 411 as if those responses were fully set forth herein.

412. The allegations in paragraph 412 against State Street Corporation relate to claims that were dismissed by the Court, and therefore no response is required. As to the other allegations, denied.

413. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 413.

414. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 414.

415. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 415.

416. The allegations in paragraph 416 against State Street Corporation relate to claims that were dismissed by the Court, and therefore no response is required. As to the other claims, denied.

417. The allegations in paragraph 417 against State Street Corporation relate to claims that were dismissed by the Court, and therefore no response is required. As to the other claims, denied.

418. The allegations in paragraph 418 against State Street Corporation relate to claims that were dismissed by the Court, and therefore no response is required. As to the other claims, denied.

COUNT III

Fraud in the Inducement

(Against Barclays Capital and SSGA)

419. Defendants repeat and incorporate responses to paragraphs referred in paragraph 419 as if those responses were fully set forth herein.

420. Defendants deny the allegations in paragraph 420.

421. Defendants deny the allegations in paragraph 421.

422. Defendants deny the allegations in paragraph 422.

423. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 423, except deny such allegations to the extent that they are directed at Defendants.

424. Defendants deny the allegations in paragraph 424.

COUNT IV

Fraudulent Concealment

(Against Barclays Capital and SSGA)

425. Defendants repeat and incorporate responses to paragraphs referred in paragraph 425 as if those responses were fully set forth herein.

426. Defendants deny the allegations in paragraph 426.

427. Defendants deny the allegations in paragraph 427.

428. Defendants deny the allegations in paragraph 428.

429. Defendants deny the allegations in paragraph 429.

430. Defendants deny the allegations in paragraph 430.

431. Defendants deny the allegations in paragraph 431.

432. Defendants deny the allegations in paragraph 432.

COUNT V

Aiding & Abetting Fraud

(Against SSGA)

433. Defendants repeat and incorporate responses to paragraphs referred to in paragraph 433 as if those responses were fully set forth herein.

434. Defendants deny the allegations in paragraph 434.

435. Defendants deny the allegations in paragraph 435.

436. Defendants deny the allegations in paragraph 436.

437. Defendants deny the allegations in paragraph 437.

438. Defendants deny the allegations in paragraph 438.

439. Defendants deny the allegations in paragraph 439.

COUNT VI

Aiding & Abetting Fraud

(Against Barclays Capital)

440. Defendants repeat and incorporate responses to paragraphs referred to in paragraph 440 as if those responses were fully set forth herein.

441. Defendants deny the allegations in paragraph 441.

442. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 442, except deny such allegations to the extent that they are directed at Defendants.

443. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 443, except deny such allegations to the extent that they are directed at Defendants.

444. Defendants deny knowledge or information sufficient to form a belief as to the truth of the allegations in paragraph 444, except deny such allegations to the extent that they are directed at Defendants.

COUNT VII

Negligent Misrepresentation

(Against SSGA)

445. Defendants repeat and incorporate responses to the paragraphs referred to in paragraph 445 of the Complaint as if those responses were fully set forth herein.

446. Defendants deny the allegations in paragraph 446.

447. Defendants deny the allegations in paragraph 447.

448. Defendants deny the allegations in paragraph 448.

449. Defendants deny the allegations in paragraph 449.

450. Defendants deny the allegations in paragraph 450.

451. Defendants deny the allegations in paragraph 451.

452. The allegations in paragraph 452 relate to claims that were dismissed by the Court, and therefore no response is required.

COUNT VIII

Breach of Fiduciary Duty

(Against SSGA)

453. Defendants repeat and incorporate responses to the paragraphs referred to in paragraph 453 of the Complaint as if those responses were fully set forth herein.

454. The allegations in paragraph 454 relate to claims that were dismissed by the Court, and therefore no response is required.

455. The allegations in paragraph 455 relate to claims that were dismissed by the Court, and therefore no response is required.

456. The allegations in paragraph 456 relate to claims that were dismissed by the Court, and therefore no response is required.

457. The allegations in paragraph 457 relate to claims that were dismissed by the Court, and therefore no response is required.

458. The allegations in paragraph 458 relate to claims that were dismissed by the Court, and therefore no response is required.

COUNT IX

Aiding and Abetting Breach of Fiduciary Duty

(Against Barclays Capital)

459. Defendants repeat and incorporate responses to the paragraphs referred to in paragraph 459 of the Complaint as if those responses were fully set forth herein.

460. The allegations in paragraph 460 relate to claims that were dismissed by the Court, and therefore no response is required.

461. The allegations in paragraph 461 relate to claims that were dismissed by the Court, and therefore no response is required.

462. The allegations in paragraph 462 relate to claims that were dismissed by the Court, and therefore no response is required.

463. Defendants repeat and incorporate responses to the paragraphs referred to in paragraph 463 as if those responses were fully set forth herein.

464. Defendants deny the allegations in paragraph 464.

465. Defendants deny the allegations in paragraph 465.

466. Defendants deny the allegations in paragraph 466.

AFFIRMATIVE AND OTHER DEFENSES

Defendants assert the following affirmative defenses, pleaded in the alternative to the extent they may be found inconsistent, and reserve their right to amend their Answer to assert

other and further defenses when and if, in the course of its investigation, discovery, or preparation for trial it becomes appropriate. By designating these matters “defenses,” Defendants do not intend to suggest either that Plaintiff does not bear the burden of proof as to such matters or that such matters are not elements of Plaintiff’s prima facie case against Defendants.

FIRST DEFENSE

The Complaint fails to state a claim upon which relief can be granted.

SECOND DEFENSE

The Complaint fails to satisfy the pleading requirements of Fed. R. Civ. P. 9(b) and the PSLRA.

THIRD DEFENSE

The purported claims against Defendants and the allegations upon which they are based are improperly vague, ambiguous and confusing. Defendants reserve the right to request a more definite statement.

FOURTH DEFENSE

Plaintiff’s claims are barred, in whole or in part, because Defendants acted with reasonable care and due diligence with respect to the matters alleged to have been misrepresented in or misleadingly omitted from the Offering Documents. After reasonable investigation, Defendants had reasonable ground to believe, and did believe, that the statements contained in the Offering Documents were true and did not omit any material fact.

FIFTH DEFENSE

Plaintiff’s claims are barred because Defendants did not directly or indirectly induce any act or acts alleged in the Complaint to constitute a violation of any securities law or regulation.

SIXTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because the alleged misstatements and omissions were not material to the investment decisions of a reasonable investor in view of, among other things, the total mix of available information.

SEVENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because certain alleged misstatements are forward-looking statements accompanied by meaningful cautionary language and/or were made without actual knowledge that such statements were false or misleading and are therefore not actionable under the bespeaks caution doctrine.

EIGHTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because certain alleged misstatements contain expressions of opinion that Plaintiff has not alleged, and cannot prove, were not truly held.

NINTH DEFENSE

Plaintiff's claims are barred in whole or in part because Plaintiff did not reasonably rely on any alleged untrue or misleading statement of material fact when purchasing Markov.

TENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because the substance of the material information that Plaintiff alleges to have been misrepresented or omitted was in fact disclosed in the Offering Documents, or was publicly available or widely known to the investing community and/or otherwise known to Plaintiff.

ELEVENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff failed adequately to perform due diligence regarding Markov.

TWELFTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff knew, or should have known, of any alleged untruth or omission in the Offering Documents.

THIRTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff assumed the risks disclosed in the Offering Documents, and any losses Plaintiff experienced were caused because those risks came to fruition.

FOURTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff ratified the alleged wrongful acts and omissions alleged in the Complaint.

FIFTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff would have purchased Markov even with full knowledge of the facts that it now alleges were misrepresented or omitted.

SIXTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants neither owed nor breached any duty to Plaintiff to disclose information allegedly omitted in the Offering Documents, and had no duty to verify, opine upon, audit, review or correct such information disclosed in the Offering Documents.

SEVENTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants did not have "control" over any person alleged to be primarily liable.

EIGHTEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants did not have knowledge of, or a reasonable ground to believe in the existence of facts by reason of which the liability of any controlled person is alleged to have existed.

NINETEENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants were not the cause of any alleged injury or loss or damages suffered by Plaintiff.

TWENTIETH DEFENSE

Plaintiff's claims are barred, in whole or in part, because the injuries Plaintiff sustained, if any, were caused by the actions or inactions of parties other than Defendants, actions or inactions by parties outside the control of Defendants, or economic events that were, likewise, outside the control of Defendants. These actions, inactions and events were intervening or superseding causes of Plaintiff's alleged damages.

TWENTY-FIRST DEFENSE

Plaintiff's claims are barred, in whole or in part, because any alleged depreciation in the value of Markov resulted from factors other than the misstatements and omissions alleged in the Complaint.

TWENTY-SECOND DEFENSE

Plaintiff's claims are barred, in whole or in part, because no alleged misstatement or omission caused, in whole or in part, any diminution in the value of Markov notes.

TWENTY-THIRD DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff has received payments as contemplated by the terms of the Markov notes it purchased and, accordingly, Plaintiff has not suffered any cognizable injury.

TWENTY-FOURTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because any recovery by Plaintiff would constitute an unlawful double recovery or unjust enrichment.

TWENTY-FIFTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Plaintiff at all relevant times, had a duty to take reasonable action to minimize any damages allegedly sustained as a result of the facts alleged in the Complaint and failed to comply with that duty and is therefore barred from recovering any damages which might reasonably have been avoided.

TWENTY-SIXTH DEFENSE

Defendants are entitled to recover contribution and/or indemnification from others for any liability they incur as a result of any of the alleged misrepresentations, omissions and conduct alleged in this action.

TWENTY-SEVENTH DEFENSE

Defendants are entitled to recover as setoff all claim payments and other monies that Plaintiff has received in relation to Markov, including but not limited to, pursuant to insurance policies.

TWENTY-EIGHTH DEFENSE

Plaintiff's claims are barred, in whole or in part, by the contracts between the parties, and by the contractual remedies and limitations contained in the parties' agreements.

TWENTY-NINTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants satisfied and did not breach any contractual or legal duties they had to Plaintiff.

THIRTIETH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants fully performed and satisfied their obligations under the contracts.

THIRTY-FIRST DEFENSE

Plaintiff's claim for pre-judgment interest should be dismissed because the amount of damages (if any) was not readily ascertainable at the time Plaintiff's lawsuit was commenced.

THIRTY-SECOND DEFENSE

Plaintiff's claims are barred, in whole or in part, by the appropriate statutes of limitations or repose.

THIRTY-THIRD DEFENSE

Plaintiff's claims are barred, in whole or in part, by the doctrine of laches.

THIRTY-FOURTH DEFENSE

Plaintiff's claims are barred, in whole or in part, by the doctrine of estoppel, waiver or other related equitable doctrines.

THIRTY-FIFTH DEFENSE

Plaintiff's claims are barred, in whole or in part, by the doctrine of unclean hands, in pari delicto or other related equitable doctrines.

THIRTY-SIXTH DEFENSE

Other parties not named in the Complaint may be indispensable parties to this action.

THIRTY-SEVENTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because Defendants had no duty to characterize disclosed facts pejoratively.

THIRTY-EIGHTH DEFENSE

Certain claims asserted in the Complaint are barred, in whole or in part, to the extent any of Defendants' disclosures alleged in the complaint were inadequate, any alleged inadequacies constituted harmless error or were cured by other adequate disclosures.

THIRTY-NINTH DEFENSE

Certain claims asserted in the Complaint are barred, in whole or in part, because Defendants did not act with scienter or fraudulent intent.

FORTIETH DEFENSE

Certain claims asserted in the Complaint are barred, in whole or in part, because Defendants acted in good faith.

FORTY-FIRST DEFENSE

Certain claims asserted in the Complaint are barred, in whole or in part, because Plaintiff has failed to plead sufficient reasons to "pierce the corporate veil."

FORTY-SECOND DEFENSE

Certain claims asserted in the Complaint are barred, in whole or in part, by the economic loss rule.

FORTY-THIRD DEFENSE

Plaintiff is not entitled to punitive damages.

FORTY-FOURTH DEFENSE

Plaintiff's claims are barred, in whole or in part, because the alleged misstatements were mere puffery or were vague statements of optimism.

FORTY-FIFTH DEFENSE

The claims asserted in the Complaint are contradicted by documentary evidence.

FORTY-SIXTH DEFENSE

Plaintiff's claims are barred, in whole or in part, for lack of standing.

FORTY-SEVENTH DEFENSE

Defendants presently have insufficient knowledge or information upon which to form a belief as to whether there may be, as yet unstated, affirmative defenses available to Defendants, and therefore expressly (i) reserve the right to amend or supplement its Answer, defenses and all other pleadings, and (ii) reserve the right to (a) assert any and all additional defenses under any applicable federal and state law in the event that discovery indicates such defenses would be appropriate, and (b) assert any cross-claims, counterclaims and third-party claims when and if they become appropriate in this action.

PRAYER FOR RELIEF

WHEREFORE, Defendants request that this Court enter judgment:

1. Dismissing the claims against Defendants;
2. Ordering that Plaintiff take nothing;
3. Awarding Defendants reasonable costs and attorneys' fees; and
4. Awarding Defendants such other and further relief as the court deems just and proper.

Dated: New York, New York
Dec. 21st, 2012

ROPES & GRAY LLP

By: /s/Daniel J. Maher
Robert G. Jones
Daniel J. Maher
Elizabeth Brookhiser
800 Boylston Street
Boston, MA 02199-3600

Attorneys for Defendants State Street Global Advisors and State Street Bank & Trust

CERTIFICATE OF SERVICE

I hereby certify that on December 21, 2012, I caused a true and correct copy of the foregoing document to be served upon the following counsel of record via e-mail.

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Daniel J. Maher

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